

VINCI

Combined Shareholders' General Meeting of 14 April 2026

Eighteenth resolution

Report of the Statutory Auditors on the capital increase reserved for a category of beneficiaries in the context of a savings plan with preferential subscription rights cancelled

PricewaterhouseCoopers Audit

63 rue de Villiers
92208 Neuilly sur Seine Cedex
A French simplified joint-stock company
(*société par actions simplifiée*) with capital of €2,510,460
Registered with the Nanterre Trade and Companies Register
under number 672 006 483

Statutory Auditor
Member of the regional association
of statutory auditors for Versailles and Central France

Ernst & Young Audit

Tour First
TSA 14444
92037 Paris La Défense Cedex
A French simplified joint-stock company
(*société par actions simplifiée*) with variable capital
Registered with the Nanterre trade and companies register
under number 344 366 315

Statutory Auditor
Member of the regional association
of statutory auditors for Versailles and Central France

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To the Shareholders,

In our capacity as Statutory Auditors of your Company and pursuant to the missions provided for by Article L.225-135 *et seq.* of the French Commercial Code, we present our report on the proposed delegation to the Board of Directors of authority to decide upon one or more capital increases through the issue of ordinary shares with preferential subscription rights cancelled, reserved for a category of beneficiaries with the following characteristics:

- (a) employees and officers of the Company and of VINCI Group companies associated with the Company under the conditions provided by Article L.225-180 of the French Commercial Code; and/or
- (b) UCITS or other employee share ownership entities, with or without legal personality, invested in shares of the Company and whose unit holders or shareholders comprise persons mentioned in (a) above; and/or
- (c) any banking institution or subsidiary of such an institution involved at the Company's request in setting up a share ownership or savings plan for the benefit of the persons mentioned in (a) above, insofar as the subscription by the person authorised in accordance with this resolution is necessary or desirable in order to allow the employees or company officers indicated above to benefit from employee share ownership or savings plans that are equivalent or similar, in terms of economic advantages, to the ones available to other VINCI Group employees in the context of a transaction completed as part of a savings plan;

being a transaction on which you are asked to vote.

The total number of shares capable of being issued on the basis of this delegated authority and pursuant to the seventeenth resolution of this Meeting may not in any circumstances exceed 1.5% of the number of shares comprising the authorised share capital at the time that the Board of Directors makes its decision.

On the basis of its report, the Board of Directors proposes that you delegate to it, for a period of 18 months with effect from the date of this Meeting, the authority to decide upon one or more capital increases and proposes to cancel your preferential subscription rights in respect of the ordinary shares to be issued. If necessary, it will be the responsibility of the Board of Directors to determine the final terms and conditions of this transaction.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R.225-113 and R.225-114 of the French Commercial Code. Our role is to express an opinion on the fairness of the figures derived from the financial statements, on the proposed cancellation of preferential subscription rights and on certain other information relating to the issue presented in that report.

We have carried out the procedures we considered necessary for this task in accordance with the professional guidelines of the Compagnie Nationale des Commissaires aux Comptes (CNCC, the representative body of the statutory audit profession in France). Those procedures involved checking the report of the Board of Directors relating to this transaction and the arrangements for determining the issue price of the shares.

Subject to our subsequent review of the terms and conditions of the capital increases decided upon, we have no comments to make on the arrangements for determining the issue price of the ordinary shares to be issued presented in the report of the Board of Directors.

Since the final terms and conditions under which the capital increases would take place have not been determined, we express no opinion on those terms and conditions and, consequently, on the proposal made to you to cancel preferential subscription rights.

In accordance with Article R.225-116 of the French Commercial Code, we will prepare a supplementary report if and when your Board of Directors makes use of this delegated authority.

Neuilly-sur-Seine and Paris-La Défense, 16 March 2026

The Statutory Auditors

French original signed by

PricewaterhouseCoopers Audit

Ernst & Young Audit

Émilie Reboux

Thierry Leroux

Pierrick Vaudour

Stéphane Pédrón